

Loudoun County Government Administrative Center

The Village at Leesburg
East Market Street (Route 7) and River Creek Parkway-Crosstrail Blvd.
Leesburg, VA

KSI Services, Inc. and **Boston Properties** are pleased to submit this proposal to incorporate Loudoun County's Government Administrative Center into KSI's Village at Leesburg development. The Village at Leesburg is a 158 acre mixed-use project currently under development at the intersection of Route 7 and River Creek Parkway/Crosstrail Blvd. within the Town of Leesburg.

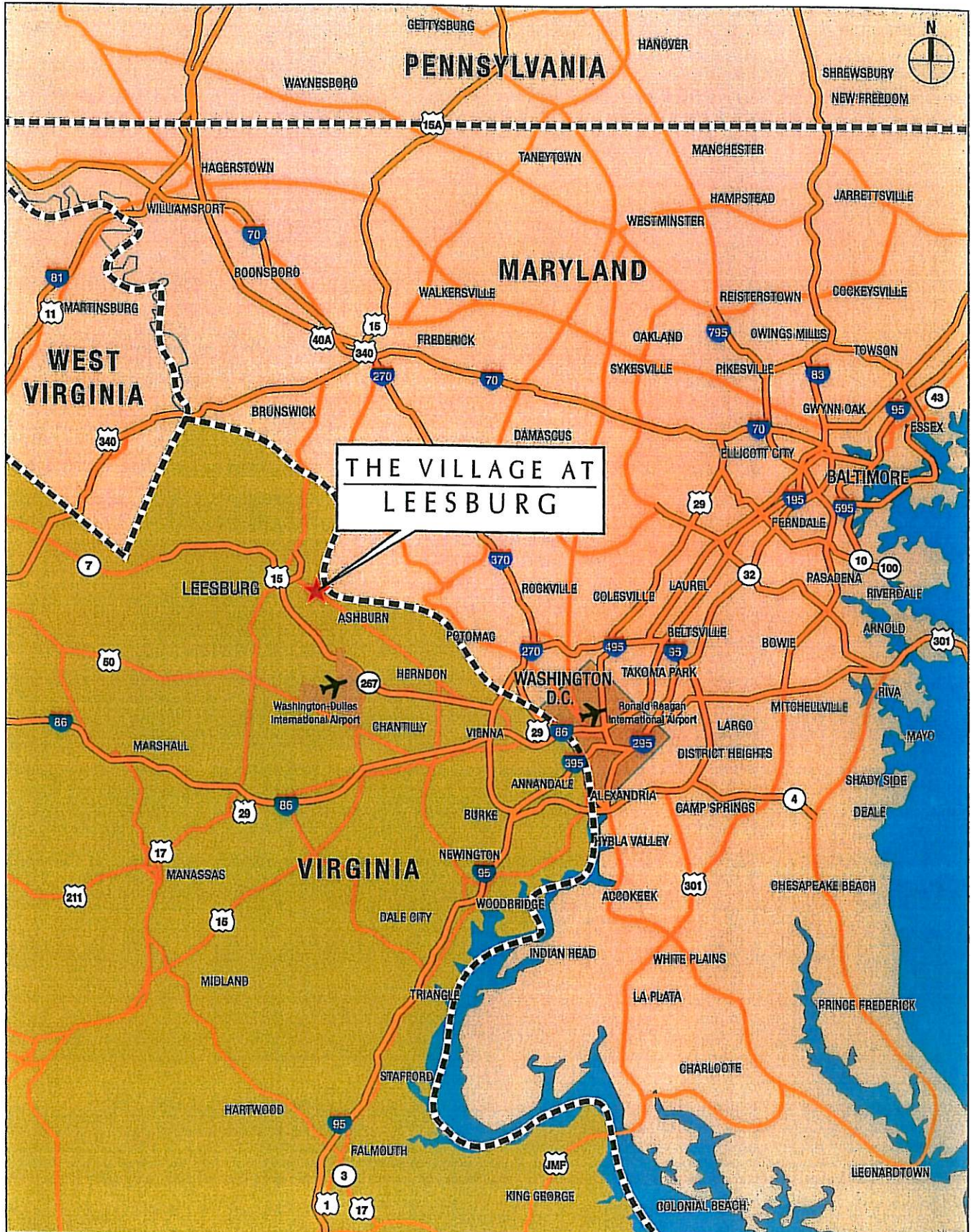
Boston Properties and *KSI* will jointly develop the proposed Government Administrative Center bringing together two companies with unique market knowledge, capabilities and strengths.

KSI, the master developer of the Village at Leesburg, will be primarily responsible for developing the retail and residential mixed-use Village Center and the master planning, entitlements, and infrastructure for the Government Administrative Center. *Boston Properties*, working closely with *KSI*, will be primarily responsible for the planning, design and construction of the County office buildings.

Boston Properties and *KSI* have a track record of working successfully together and are currently jointly planning the development of a large mixed-use project in Washington, DC on the site of the former George Washington University Hospital at Pennsylvania Avenue and 22ND Street, NW. This project is being planned for 454,000 SF of Class A office space, 84,000 SF of retail space and 333 residential units and is currently in the entitlement process.

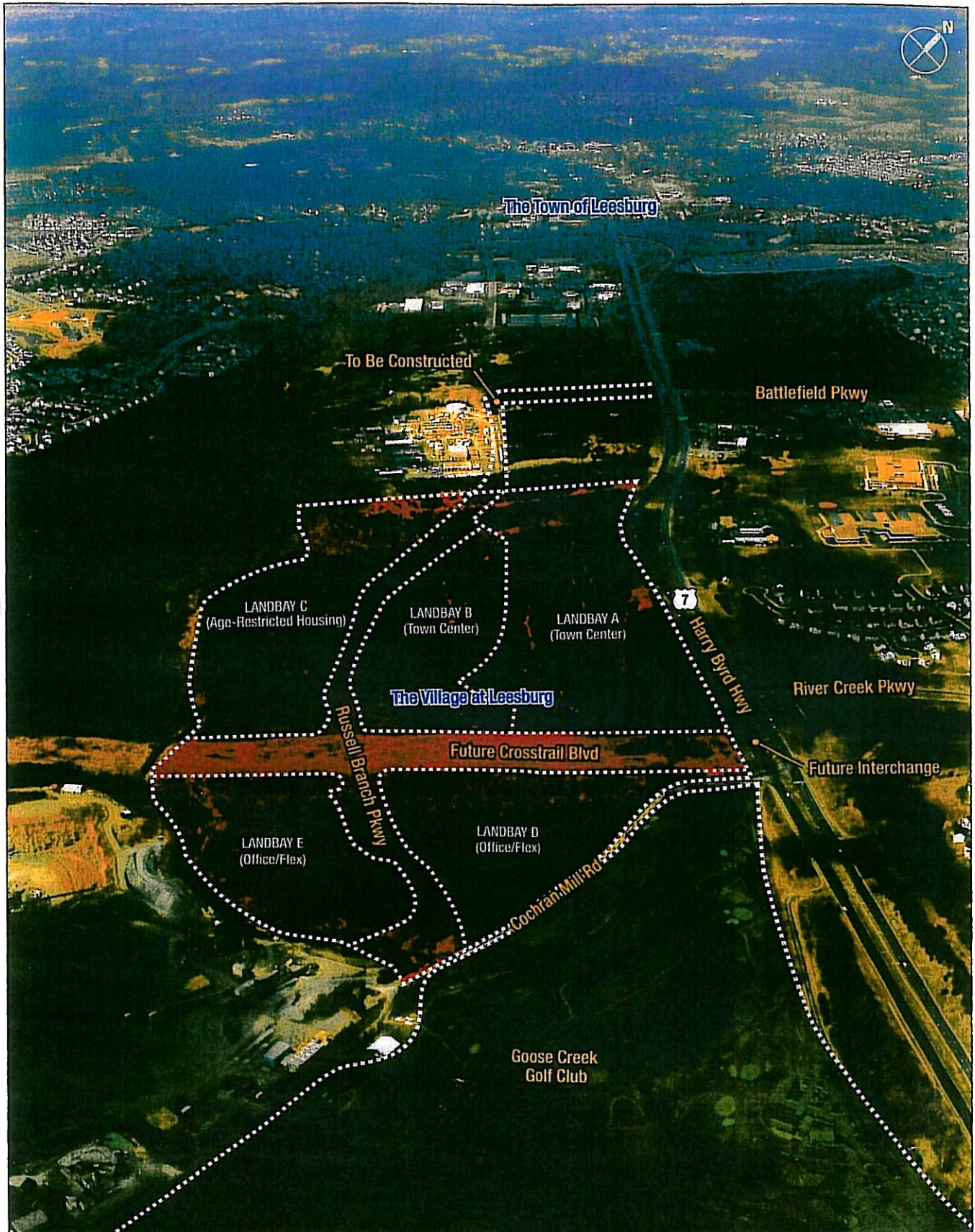
KSI and *Boston Properties* have planned and developed two adjoining blocks in Reston Town Center. *KSI* is completing construction of two twenty-two story condominium buildings and one twenty-two story apartment building. *Boston Properties* currently owns two office buildings and is developing two new buildings totaling 470,000 SF.

THE VILLAGE AT LEESBURG

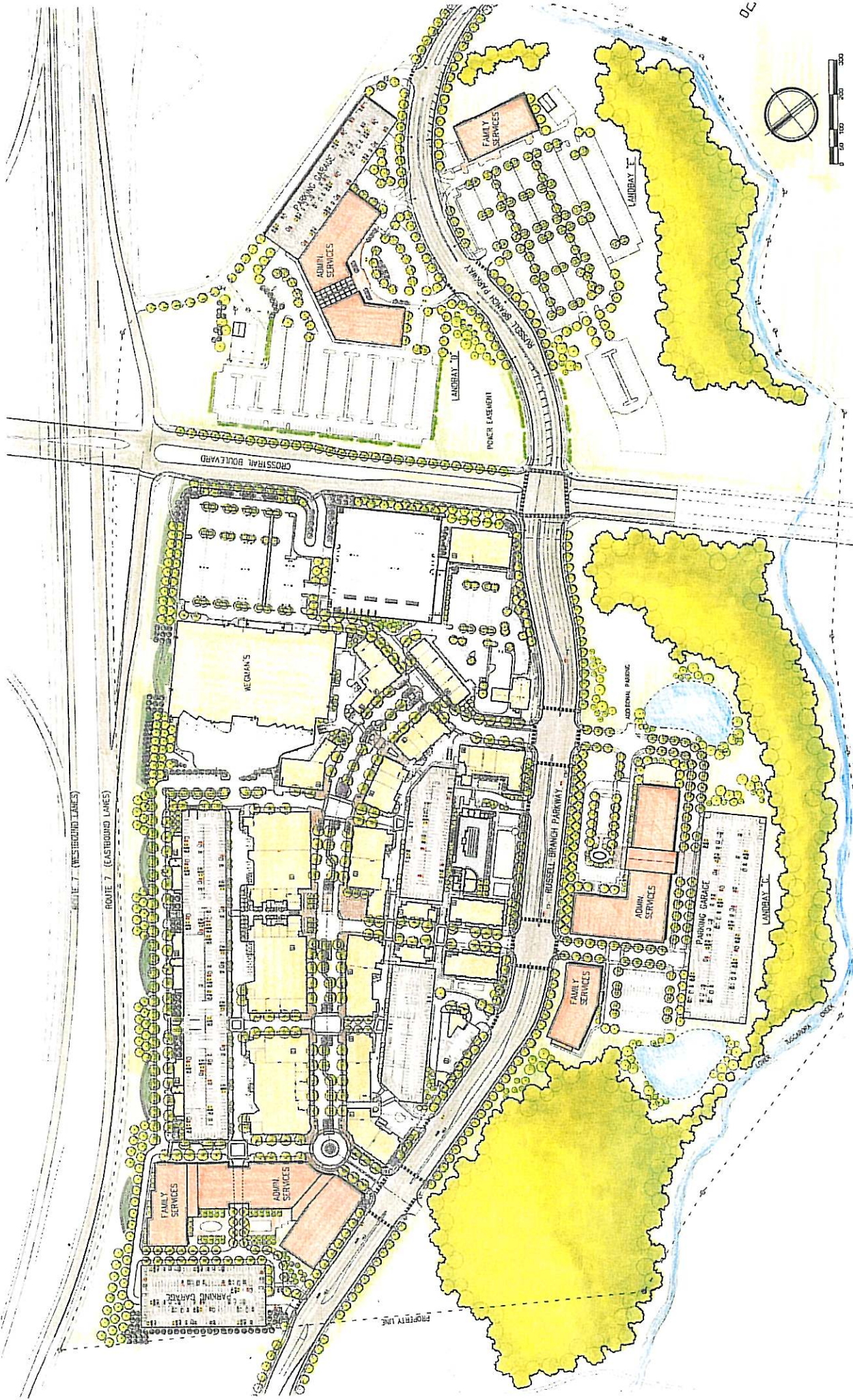


Regional Map

THE VILLAGE AT LEESBURG



Northwest View



THE VILLAGE AT LEESBURG

Section 1. Qualifications and Experience

1. Qualifications and Experience

Boston Properties

Boston Properties, a self-administered and self-managed real estate investment trust, is one of largest owners, managers, and developers of first-class office properties in the United States. Its stock trades on the New York Stock Exchange and has a market capitalization of over \$20.4 billion. Boston Properties has a significant presence in four core markets: Boston, Washington, DC, Midtown Manhattan and San Francisco. The Company was founded in 1970 by Mortimer B. Zuckerman and Edward H. Linde in Boston, where it maintains its headquarters.

The Company acquires, develops, and manages its properties through full-service regional offices. Its property portfolio is comprised primarily of first-class office space and also includes two hotels. Boston Properties is well-known for its in-house building management expertise and responsiveness to tenants' needs. The Company has a superior track record in developing Class-A, Central Business District office buildings, suburban office centers and build-to-suit projects for the U.S. Government and a diverse array of high-credit tenants.

The Loudoun County Government Administrative Center project will be handled by the Washington, DC office which is responsible for identifying and developing new opportunities in the Washington metropolitan area and managing a portfolio of 42 Class A office buildings totaling 8,963,602 square feet.

Boston Properties has significant public sector experience including the Thurgood Marshall Judiciary Building for the Architect of the Capitol, the Clinical Research Center for NIH and the Health Care Financing Administration for GSA.

The Washington, DC office is headed by Raymond A. Ritchey, Executive Vice President and National Director of Acquisitions and Development. Peter D. Johnston is Senior Vice President and Regional Manager of the Washington, DC Office.

Boston Properties' office is located at 901 New York Avenue, NW, Suite 400, Washington, DC 20001 (202-585-0800). Additional information on the company is enclosed and available at www.bostonproperties.com.

Prior Projects and Clients - Boston Properties:

See enclosures.

History

Boston Properties is a publicly-held full-service real estate development and property management company with offices in Boston, New York, Washington, D.C, New Jersey and California. Founded in 1970 by Mortimer B. Zuckerman and Edward H. Linde, the firm now owns and manages 145 properties containing more than 42 million square feet of space consisting of mixed-use urban projects, suburban office buildings, business and industrial parks, research and development facilities, hotels and residential properties. The company formed a real estate investment trust which began trading on the New York Stock Exchange under the symbol "BXP" in June of 1997. Boston Properties' initial sale of stock, with an Initial Public Offering value of more than \$900 million, was the largest to date of any office REIT.

Boston Properties has fully staffed regional offices in Boston, New Jersey, New York, San Francisco and Washington, D.C., with approximately 600 employees. Because we understand the impact of market demand upon project economics and development activities, we have purposely focused our development efforts on these select regional markets in order to acquire an in-depth knowledge of market conditions and to maintain close management and control of our operations.

Project Management Philosophy and Team Approach

Our long-term real estate commitment is reflected in the sites we acquire, in the quality of the architecture and construction of our buildings, and in our focus on effective and efficient management.

Each development project is led from inception to completion by a project manager. This individual is responsible for the integration of all aspects of planning and design, entitlements and approvals, construction, marketing, leasing, tenant work, financing and on-going property management. The project manager also works directly with tenants on coordinating their space requirements and overseeing their design, construction and move-in activities. In addition, an in-house construction manager has direct responsibility for pre-construction planning and management of the project's general contractor.

Our property management department becomes involved with a project in the early design stages, applying its experience in the operation of our existing buildings to improve and refine our newest project designs. The property manager for a building is assigned to the project during construction and assists our construction management team in overseeing the installation of building systems and equipment.

Development Experience

In the twenty-six years Boston Properties has been in the Washington market, it has become one of the area's leading full-service development companies, both in terms of development capacity, and corporate reputation having developed approximately 10,000,000 square feet of new projects. With a local staff of over 50, the Washington office of Boston Properties has the capacity to develop and manage projects of substantial size and complexity. Some of our more significant local developments include:

Thurgood Marshall Judiciary Office Building

Boston Properties was selected by the Architect of the Capitol to design, finance, and construct the Thurgood Marshall Federal Judiciary Building in accordance with a Congressional mandate based on the concept of public private partnership. Completed in 1992, this 1,000,000 square foot federal office building is located on the US Capitol grounds and is adjacent to Union Station. Designed by the renowned architectural firm of Edward Larrabee Barnes/M.Y. Lee Architects, the building successfully completes the Union Station complex and makes an appropriate and meaningful architectural statement of its own, highlighted by an elegant and airy four-story glass atrium. The project houses the headquarters for the administrative offices of the Supreme Court.



Independence Square

This 900,000 square foot, two-building complex designed by Kohn Pedersen Fox is the new headquarters for both the National Aeronautics and Space Administration (NASA) and the Office of the Comptroller of the Currency (OCC).



500 E Street, S.W.

This 250,000 square foot project was completed in late 1987 and was over 80% pre-leased to the U.S. International Trade Commission. As headquarters for this government agency, the building includes many special features, including several column-free, double-story height courtrooms, extensive library facilities and other special purpose areas. 500 E Street won the NAIOP High-Rise Urban Office Building Award in 1988.



National Institutes of Health

NIH chose Boston Properties as its private partner to serve as development manager for its Clinical Research Center, located on its main campus in Bethesda, Maryland. This new 1.2 million gross square foot facility houses a 250-bed in-patient hospital and 100 day hospital stations as well as 250,000 gross square feet of new research laboratory space.



One Freedom Square and Two Freedom Square

As the initial building of the second phase of Reston Town Center, the headquarters of Accenture (formerly Andersen Consulting) occupies a unique position. The 18-story structure of 417,485 square feet is an integral component of the planned 1,400,000 square feet of office space, 100,000 square feet of retail and a one-acre urban park. It was completed in January of 2000 and won the Northern Virginia NAIOF Award of Excellence in 2000.



Two Freedom Square is located adjacent to One Freedom Square and is the Northern Virginia headquarters for Titan Corporation. The 16-story, 423,000 square foot building was completed in 2002 and won the "Best New Suburban Office Building" award presented by the Washington Business Journal.

One and Two Discovery Square

The complex includes two buildings: One Discovery Square is a 9-story, 181,000 RSF building. Two Discovery Square is a 9-story, 186,000 RSF building. Phase One was completed in December 2001 and Phase Two was completed in April 2002. This prestigious tenant roster includes Siebel Systems, Microsoft, SI International and Mintz Levin.



Health Care Financing Administration

In August 1992, the General Services Administration selected Boston Properties as the winner of a design-build competition to develop this 680,000 square foot, five-building headquarters complex located on a 60-acre site in Baltimore County, Maryland. The project was completed in 1995.



NGA/Parcel E

This project is an approximately 800,000 RSF office, warehouse, and specialty area complex in Reston, Virginia, occupied by the National Geospatial-Intelligence Agency (NGIA). The newest building developed by Boston Properties is 180,000 square feet and was completed in June, 2006. This building was designed by Gensler and features include, "24-7" operational demands, a video conferencing center and a fitness center.



New Dominion Technology Park

The New Dominion Technology Park is a two-phase, state-of-the-art office complex designed by Hickok Warner Fox architects. Boston Properties was awarded the first phase of this two-phase project as a result of an extensive and competitive procurement. Boston Properties worked together with the government tenant and architect on the design of the facility to insure that the project succeeded in meeting the accelerated schedule and the goals of providing a very productive working environment for its occupants.

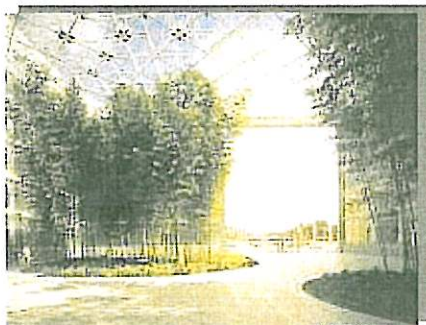
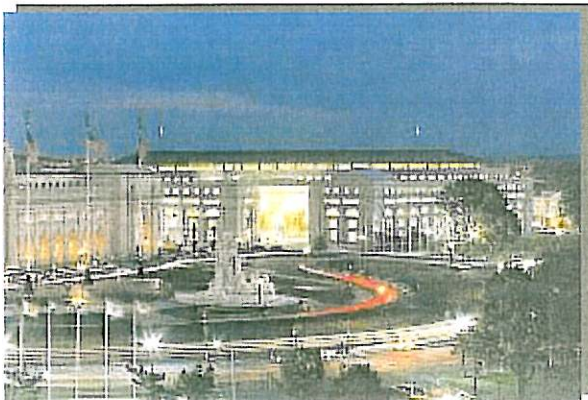


Sallie Mae's Headquarters

Sallie Mae's corporate headquarters was developed by Boston Properties on behalf of Sallie Mae. This 240,000 rentable square foot building houses Sallie Mae's corporate offices, various business groups and is an incubator for new business ventures. The new headquarters accommodates a work force of 700 and features a roof terrace, a full service cafeteria, a fitness center and a semi-below grade parking garage.

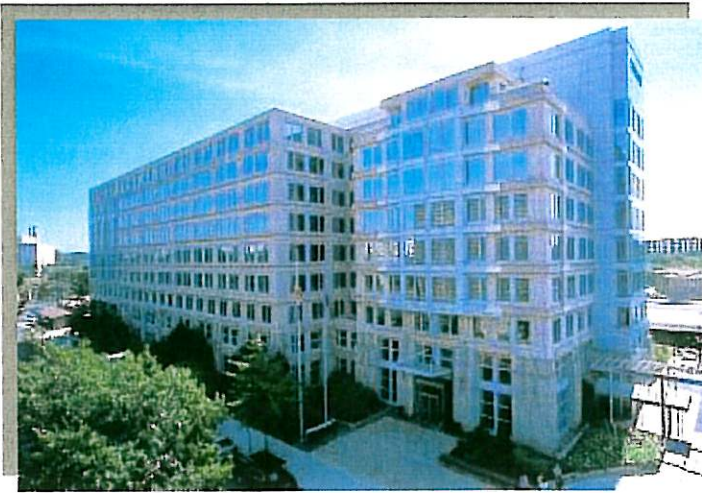


THURGOOD MARSHALL FEDERAL JUDICIARY BUILDING
1 Columbus Circle, NE



Status	RBA	Typical Floor Size
Built 1992	1,000,000 SF	61,500 SF

- Located on the U.S. Capitol grounds, adjacent to Union Station and two blocks from the U.S. Supreme Court.
- Designed by the renowned architectural firm of Edward Larrabee Barnes/ M.Y. Lee Architects, the building successfully completes the Union Station complex designed by Daniel Burnham and makes an appropriate and meaningful architectural statement of its own.
- Boston Properties was selected by the Architect of the Capitol to design, finance, and construct the project in accordance with the Congressional mandate based on the concept of public-private partnership.
- The Thurgood Marshall Federal Judiciary Building is the headquarters for the administrative offices of the Judicial Branch of the Federal Government.
- The prominent feature of this handsome building is a large and airy four-story high glass atrium with elegant landscaping.
- Special spaces in the building include chambers for retired Supreme Court justices, a large conference and training facility for federal judges, a daycare center, and a computer center.



Status	RBA	Typical Floor Size
Delivered 2000	948,813	20,000 – 50,000

- Two-building complex of nearly one million square feet in Southwest Washington, DC. Designed by the award-winning architectural firm of Kohn Pederson Fox Associates, it is one block away from 500 E Street, also designed by KPF. The three buildings create a southern edge of the business district and form a scenic boundary adjacent to the Southwest Freeway.
- Office complex was over 99% pre-leased to the Office of the Comptroller of the Currency and NASA.
- The buildings include many special spaces including a 250-seat award-winning auditorium, two fitness facilities, over ten thousand square feet of computer rooms, a TV studio, video teleconferencing rooms, a health clinic and many other spaces that provide a first-class working environment for its tenants.
- Building were sold in November 2002.



Status	RBA	Typical Floor Size
Built 1987	242,769 SF	27,200 SF

- 500 E Street is located in the southwest submarket of Washington, DC.
- 100% leased; the United States International Trade Commission pre-leased 80% of this 9-story building for its new headquarters facility.
- The executive offices of the Social Security Administration occupy the top two floors of the building.
- Designed by the award-winning architectural firm of Kohn Pedersen Fox Associates, P.C.
- 500 E Street has a precast and glass exterior and a two-story lobby of granite and wood.
- Special spaces include the main Commission Hearing Room, Administrative Law Judge's courtrooms and the suites of the Offices for the Commissioner appointed by the President.



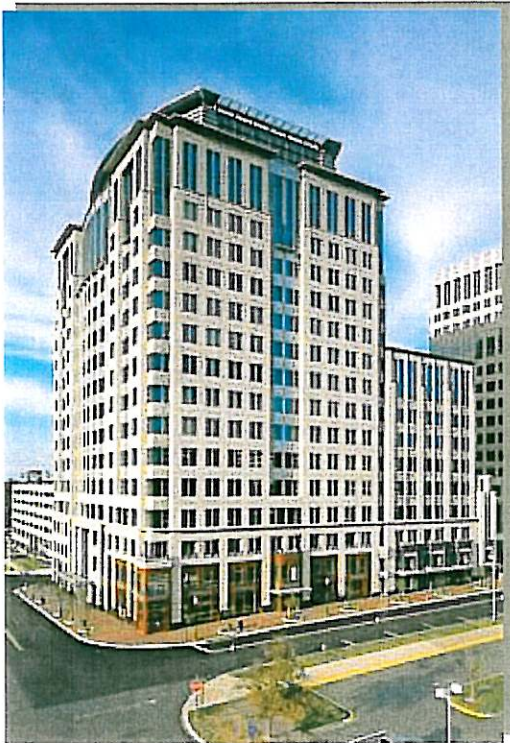
Status	RBA	Typical Floor Size
Built 2005	1,200,000 SF	Varies

- The Mark O. Hatfield Clinical Research Center (CRC) is located on the National Institutes of Health campus in Bethesda, Maryland.
- The building contains 1.2 million SF of laboratory space and clinical space as well as office and specialty spaces to support the laboratory and hospital.
- Designed by the architectural firm of Zimmer Gunsul Frasca Partnership based in Portland, Oregon.
- The CRC is an addition to the Warren G. Magnuson Center and the Ambulatory Care Research Facility (ACRF) which currently house all clinical functions and numerous laboratories in approximately three million SF. The addition to the new CRC will allow for needed renovations in the older Warren G. Magnuson Center.
- Interstitial floors exist between the occupied floors to accommodate the distribution of all building systems and allow for future flexibility.
- The structure will be concrete with a brick façade accented by precast.
- In the center of the new building is a nine-story glass atrium connecting the four wings of the building, creating a spectacular space. The atrium is flanked by two well-landscaped courtyards to provide a relaxing setting.

ONE FREEDOM SQUARE
11951 Freedom Square



Status	RBA	Typical Floor Size
Built 1999	410,718 SF	21,500 SF
<ul style="list-style-type: none"> ▪ The first building in the Phase II development of Reston Town Center, located at 11951 Freedom Drive. One Freedom Square is bounded by Market Street to the south, Freedom Drive to the north, Library Street to the east and is just 8 miles from Dulles International Airport. ▪ This 410,718 SF, 18-story building was completed in January 1999, and was 60% pre-leased to Accenture (formerly Andersen Consulting) on floors 2-10 and 18. Today, this building is 100% leased. ▪ Designed by KCF-SHG, this office tower combines the sharp lines and clearly defined tiers of the traditional American Skyscraper and the sleek design and highly finished materials of the high-tech industry which dominates the Dulles Corridor. ▪ One Freedom Square includes an urban landscaped park to the west; a two-story lobby of polished wood and brushed metal with a terrazzo floor on the Freedom Drive entrance and, connected by a flight of stairs, a Market Street Lobby and retail spaces as well as an exterior streetscape commensurate with the planning and feel of Phase I of Reston Town Center. There is a separate bank of high-speed elevators accessed from the Market Street Lobby for the upper floor tenants. ▪ Retail in the building includes a Morton's of Chicago and Starbucks. The parking garage located on Freedom Drive contains 1,620 parking spaces. 		



Status	RBA	Typical Floor Size
Built July 2002	521,502 SF	26,500 SF

- Two Freedom is located immediately adjacent to Boston Properties' One Freedom Square in Reston, VA, and is designed to be a "sister" building.
- Two Freedom is a 16-story tower of 521,502 SF with approximately 1,400 parking spaces in adjacent parking decks.
- The building was completed in July 2002 and is 100% leased.
- The building is across from the Reston Town Square, a 1.5 acre park in the heart of Reston Town Center.
- Being in the heart of Reston Town Center, Two Freedom enjoys all of the amenities that has made One Freedom so popular with discriminating office tenants.
- Two Freedom is the regional headquarters for L-3 Communications Titan Corporation.
- Boston Properties acquired 100% interest from Westbrook Partners in August of 2003.



Status	RBA	Typical Floor Size
Built in 2001 & 2002	361,018 SF	20,000 SF

- Situated on a 10-acre site directly across from Reston Overlook, Discovery Square is a two-phase project located on the northwest corner of Sunset Hills Road and Reston Parkway in Reston, VA.
- Phase I – One Discovery Square consisting of approximately 180,000 SF was completed in 2001; 9-story building; 100% pre-leased.
- Phase II – Two Discovery Square consisting of approximately 187,000 SF was completed in 2002; 9-story building with a lower concourse; 100% leased.
- Parking is accommodated in two parking decks integrated into each building as well as on adjacent surface parking lots.
- A common arrival court links both buildings.
- A pedestrian bridge was constructed that links the Discovery Square complex to Reston Town Center.
- Boston Properties acquired 100% interest from Westbrook Partners in April of 2003.



Status	RBA	Typical Floor Size
Built	920,000 SF	Varies

- This 920,000 SF project is constructed on approximately 60 acres in suburban Baltimore.
- Designed by RTKL Architects, the project consists of five separate buildings: three office buildings connected by enclosed pedestrian walkways, a 60,000 SF warehouse building and a stand-alone auditorium building.
- The exterior façade is constructed of precast and aluminum and glass punched window and curtain wall systems.
- State-of-the-art building systems include an ice storage system, building automation, lighting control and security systems.
- Boston Properties, in conjunction with James F. Knott Development Company, was awarded this build-to-suit project as a result of a procurement process held by Region Three of the General Services Administration.
- Office support spaces of approximately 175,000 SF include an auditorium, multi-media center, teleproduction studio, cafeteria, conference and training facilities, library, childcare and fitness centers.



Status	RBA	Typical Floor Size
Built 1986	250,000 SF	50,000 SF

- This three-building complex is located at 12290, 12300 & 12310 Sunrise Valley Drive, Reston, VA, just four miles from Dulles International Airport and one mile from Reston Town Center. The project can be accessed from the Dulles Toll Road via the Fairfax County Parkway exit.
- The two existing five-story buildings contain 263,870 SF and 255,244 SF respectively.
- Developed by Mulligan/ Griffin in 1987-1988, Boston Properties purchased the complex in early 1998.
- 12300 Sunrise Valley Drive sits on an 11-acre site with 246 surface parking spaces and 1,206 deck parking spaces in a five-level garage (constructed in 1993) that also includes 23,000 SF of high-bay temperature-controlled warehouse. It is entirely tenanted by Lockheed Martin Corporation.
- 12310 Sunrise Valley Drive sits on an 8-acre site with 497 surface parking spaces and is entirely leased by the National Geospatial Agency.
- While the buildings appear to have windows from the exterior, the reflective glass façade covers windowless SCIF-constructed walls. The buildings are connected by an underground tunnel.
- An additional building of approximately 180,000 SF on the 3-acre adjacent site known as Parcel E was completed in June 2006, and it is entirely tenanted by Lockheed Martin Corporation.



Status	RBA	Typical Floor Size
Built in 2001 and 2004	492,601 SF	59,000 SF

- Phase I is a 235,000 SF build-to-suit, four-story “L” shaped structure with approximately 59,000 SF per floor. This building was delivered in Spring 2001 and is 100% leased to GSA.
- Phase II of 257,000 SF was completed in mid-2004, and is 100% leased to GSA.
- The complex was designed by Hickok Warner Fox Architects.
- Both buildings feature a poured-in-place textured concrete structure with accent brick and curtainwall entrances.
- The site is accessed by a newly constructed four-lane, split-median road.



Status	RBA	Typical Floor Size
Completed	240,000 SF	27,000 SF

- Development manager for owner-occupied regional headquarters for Sallie Mae.
- 240,000 SF institutional quality building designed by Boggs & Partners Architects and Weihe Design Group.
- Precast and glass building featuring a monumental curtainwall enclosed stair at the arrival court.
- Located in the Urban Core of the Reston Town Center.
- Delivered in 3rd quarter 2004.

Qualifications and Experience

KSI Services, Inc.

KSI Services, Inc. is one of the largest, diversified building, real estate development and management companies in the Washington, DC metropolitan area. Founded in 1977 by Robert C. Kettler, the privately held Virginia corporation currently generates a half billion dollars annually from office, retail and apartment development, land sales and revenue from rental properties.

KSI is a leader in the development of nationally acclaimed commercial mixed-use developments, planned residential communities, multifamily housing, as well as the new construction, renovation and management of rental apartments. The diversified experience of the Company ranges from boutique apartment rehabilitation projects to sizeable master-planned communities. KSI focuses on urban revitalization, infill developments and creating land value in suburban markets, and has been recognized nationally and locally by prestigious industry affiliates such as the National Association of Homebuilders and Northern Virginia Building Industry Association.

Under Mr. Kettler's leadership, KSI has assembled, master-planned, zoned and developed many of the largest planned communities in the Washington metropolitan area and has become the largest land development company in the Washington metro region. In addition, Mr. Kettler, through KSI, developed and owns a majority interest in a portfolio of 12,000 apartments in the Washington metro area, of which 8,000 units are managed by KSI and over 10,000 are either in production or in the pipeline for acquisition or construction.

Projects underway include high-rise multifamily/mixed-use projects in Reston, Silver Spring, Rockville, Arlington and Pentagon City; as well as major planned community and multifamily developments in Virginia, Maryland and the District of Columbia. These projects include planned residential and mixed-use developments totaling approximately 9,000 residential lots and 3,000,000 square feet of commercial and retail.

KSI employs top-quality executives who are experts in the fields of finance, marketing, construction and management. By partnering with other quality companies who provide such critical service as land planning, engineering and design, KSI continues to be recognized by its peers as one of the leading full-service, real estate development and management firms in the Washington metropolitan area.

Robert C. Kettler, Chairman; Richard W. Hausler, President; and Richard I. Knapp, Executive Vice President are the key principals in the company.

KSI's offices are located at 8081 Wolftrap Road, Vienna, VA 22182 (703-641-9000). Additional information on the company is enclosed and available at www.ksi.com.

Prior Projects and Clients - KSI Services:

- **George Washington University – Square 54**
Washington, DC

Architect: Cesar Pelli and Associates
Urban Planner; Streetworks
Landscape Architect: Sasaki Associates

A mixed-use project consisting of 454,000 SF of Class-A office space, 84,000 SF of retail space and 333 apartments being jointly planned with Boston Properties. The project is currently in the entitlement phase. Approval of the rezoning is expected in mid-2007.

- **Metropolitan Park**
Pentagon City, VA

Architect: Robert A.M. Stern and WDG Architects
Contractor: BE&K

A mixed-use project consisting of 200,000 SF of street level retail shops and 3,200 residential units in eight buildings. The first building, *The Gramercy*, is under construction and scheduled for completion in Summer 2007.

- **Midtown Reston Town Center**
Reston, VA

Architect: Robert A.M. Stern and Lessard Architectural Group
Contractor: Bovis Lend Lease

Three twenty-two story mixed-use buildings with street level retail and 371 condominium units and 285 apartment units. Construction was completed in 2006.

- **Lorton Marketplace**
Lorton, VA

Architect: Rounds, VanDuzer Architects
Contractor: L.F. Jennings, Inc.

A 165,000 SF community shopping center anchored by Shoppers Food. Opened in 2006.

- **Lorton Station**
Lorton, VA

Architect: Lessard Architectural Group
Contractor: Clark Realty Builders

A 35 acre mixed-use project at the Lorton VRE Station, this project is composed of 40,000 SF of retail space, 283 residential units along with a bank and office space.

- **Prince William County Center**
Prince William County, VA

Architect: Morgan Gick Architects
Contractor: L.F. Jennings, Inc.

A mixed-use project on 169 acres including 200,000 SF of Class A office space, bank and restaurant pad sites, and a mix of residential types. Amenities include a farmer's market, town green, pavilion performance area, and walking/bike paths.

- **Midtown Bethesda North**
North Bethesda, MD

Architect: Dorsky Hodgson Parrish Yue
Contractor: Bovis Lend Lease

A 19 story, 230 unit condominium building currently under construction and scheduled for completion in Spring 2007.

- **Midtown Alexandria Station**
Alexandria, VA

Architect: Dorsky Hodgson Parrish Yue
Contractor: Bovis Lend Lease

A 16 story, 369 unit condominium building under construction and scheduled for completion in Spring 2007.

- **Midtown Largo Station**
Largo, MD

Architect: Heffner Architects, PC
Contractor: Clark Realty Builders

A four story, 242 unit condominium building currently under construction and scheduled for completion in Fall 2007.



Midtown Reston Town Center
Reston, VA

Midtown Reston Town Center

Midtown Reston Town Center represents KSI's vision of the rapidly evolving development model, the vertical PUD (planned unit development), which capitalizes on KSI's broad skills and experience in master planning, building design, vertical construction and development of services and amenities.

The three city blocks straddling Market Street in Reston Town Center are also the flagship community of Midtown, KSI's primary condominium brand. Even while still under construction, this project raised the bar far above any competing project in northern Virginia, and positioned Midtown Reston Town Center among the most innovative and desirable developments anywhere in the region. The first two properties to be marketed, Midtown East and Midtown West, were believed to be the first of any magnitude outside the Beltway to command sales prices in excess of \$500psf, and achieved sustained absorption of approximately 25/month.

The success of the sales program was a direct outgrowth of KSI's land development program and deep faith in the land value created in this one-of-a-kind mixed-use town center. With its high rise Class A office component and many other distinguishing characteristics of planning and design, Reston Town Center itself is unique compared to lower rise, retail oriented "town centers" which have blossomed across the country. The district is a young downtown - larger, walkable, dense and even now, in its relative infancy, already expanding and redeveloping organically on a street grid. Situated near top employers in Fairfax County, the site benefits from demographics that support a highly positioned residential and retail program.

When the opportunity arose to bid on six acres to build up to 1,000 residences, 50,000sf of retail and a 1.25 acre public park, KSI responded enthusiastically: it seemed natural that the land value would continue to escalate, building on the marked success of the adjacent, preceding commercial development. This faith appears to have been justified, when comparing both net land residual value created, and the built environmental legacy, of the Midtown property versus the low-rise apartment/condo switch product next door that delivered only one year previously.



Site plan



Rendering of the East and West buildings



Rendering of Midtown Lofts

Midtown Reston Town Center

After entering a purchase contract in 2003, KSI acquired three city blocks in 2004 and has managed an ambitious program of design approvals, financing, public space construction and programming, vertical construction, marketing and community outreach. These responsibilities and achievements include:

- Sought and received Design Review Board approval for four residential buildings in phase one and a four building complex in phase two, working within subtle height and floor constraints
- Acquired, subdivided, and conveyed parcels for vertical construction to LLCs executing vertical construction of three separate residential product lines and a publicly accessible park
- Devised and instituted necessary cross-easements, property management agreements, reciprocal access agreements, mixed-use and shared-use parking programs, and the like
- Perfected building design to successfully accommodate vertical mixed use (retail below, residential above) in stabilized operations
- Optimized significant view premiums both from and into the project site
- Managed construction of over 650 units in four separate structures with over 15,000sf of ground floor retail and associated subterranean parking, delivering within a six-month window.
- Managed site logistics, lengthy street closure, community relations during rock blasting, secured crane boom swing easements, sited personnel trailers and parking, and directed GMP-based construction program within a constrained urban site, for hard cost budgets exceeding \$200 million
- Built relationships with community leaders in public, private and hybrid public/private roles, including for arts and parks outreach as part of KSI's financing commitment to community groups
- Coordinated successfully at discreet professional level with adjacent commercial developers regarding design review, construction staging, parking programs and retail leasing
- Communicated effectively with equity partners and syndicates of land and vertical construction lenders
- Conducted market feasibility analyses, demographic and pricing studies, and implemented findings via sales and leasing programs
- Maintained strong relations with pre-construction contract buyers and other constituent groups by frequent schedule of correspondence, special events, newsletters, gifts, phone calls, and related outreach
- Secured retail tenants to meet high positioning of residential programming (upscale restaurant with room service and catering relationship, high-end market with fresh breads and fresh flowers, and the like) and resolved streetscape, façade and signage needs



Dignitaries at Reston Town Square opening



Celebration at Reston Town Square



Metropolitan Park
Pentagon City, VA



METROPOLITAN PARK

VIEW FROM SOUTH FERN STREET



DORSKY HODGSON + PARTNERS
Architecture Planning Interiors
 2025 M St, NW Suite 310 Washington, DC 20036
 202.775.0463 • 202.776.8347



JANUARY 26, 2006

George Washington University – Square 54

KSI, in joint venture with Boston Properties, is redeveloping the 2.66-acre former hospital site of George Washington University. The site is located between 22nd and 23rd NW, south of Pennsylvania Avenue, adjacent to the Foggy Bottom Metro, and on Washington Circle, part of the historic L'Enfant Plan.

We control the site through a long-term ground lease we negotiated with GWU, and are mostly through a PUD application with the City's Office of Planning to up-zone the property to an FAR of 7.25 that will include 839,000 square feet. The uses will be 300 luxury rental apartments KSI will develop and manage, 500,000 of Class A office space to be developed by Boston Properties, and 60,000 square feet of retail to be jointly developed by KSI and BP. There will also be five levels of below grade parking, and extensive public and private amenities including landscape plazas, interior courtyards, and a green rooftop.

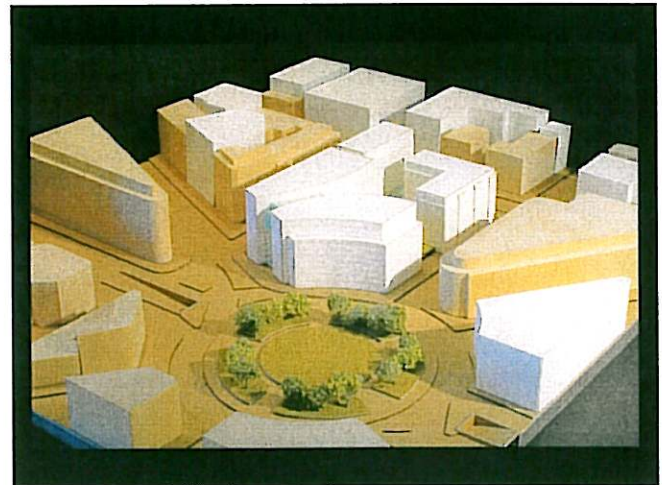
The zoning process was long and complex, given vigilant neighbors surrounding the university.

Our planning and zoning methodology involving the use of a ULI Best Practices Task Force to establish planning principles, a community based facilitator to organize numerous community meetings and workshops, and elaborate presentation techniques including models, renderings, and computer graphics. The design team included world-class firms such as Caesar Pelli for urban design and architecture, and Alan Ward of Sasaki Associates for landscape architecture.

KSI is dealing with complex environmental and geotechnical issues on this site. This includes remediation of mercury, PCB's and other environmental hazards from the former hospital use, and well as shallow layers of rock (within 13' of the surface).



Square 54 site



Model of Square 54 development



Retail shops rendering

Lorton Redevelopment

KSI has played a leading role in the successful repositioning and transformation of Lorton in Fairfax County, Virginia from a former penitentiary and industrial area to a nationally recognized smart growth community.

KSI was master developer of Lorton Station, situated along the busy corridor of Interstate 95, 15 miles south of downtown Washington D.C. The master-planned development has won numerous awards including the 2004 Best In American Living Award for Best Smart Growth Community. KSI assembled the site in 1998 and subsequently rezoned the 300-acre property from industrial use. KSI segmented multiple residential property types including traditional and small-lot alley loaded detached products, townhomes, condominiums and rental apartments, for finished pad sales to numerous builder clients. Challenges of extreme topography were resolved by the use of large retaining walls. Now fully built out, the homes are served by community amenities including a clubhouse and pool, community meeting space, tot lots and elementary school.

The project centerpiece is a carefully landscaped public green next to the VRE (Virginia Railway Express) rail station, lined by 40,000sf of retail and restaurant space framed with residential above. KSI also developed a 130,000sf center with full-service grocery, community-serving retail, restaurants and office space. Special environmental features include a 100-acre stream valley nature park accessible to the entire region for recreation and environmental education, which provides a habitat for species such as butterflies and hummingbirds.

Lorton Station offers a variety of transportation options. Wide footpaths, bike trails and sidewalks ensure that automobile transportation is unnecessary within the community. Next door, Amtrak's Auto Train provides access to the Southeast. Virginia Railway Express (VRE) commuter trains go directly into D.C. Or, riders can connect to Metrorail with routes across the entire region, including a stop at Reagan National Airport. Bus stops throughout the community offer shelter to riders on local routes and those making regional connections. There is also a large carpool staging area that allows cars with three or more passengers the option to use HOV lanes.



Transit Option



Small Lot Product in the Residential Program



Streetscape in the Town Center

Trinity Centre One and Two Office Buildings

Trinity Centre is located on a highly visible triangular shaped parcel bordered by I-66 on the north, Route 29 on the south and Route 28 on the east. It presents a high-quality office park close to the Fairfax and Loudoun Counties while also being well located for a convenient reverse-commute for corporate officials living in McLean, Reston or Great Falls. The business park offers an environment that is often demanded by today's corporate users. What sets Trinity Centre apart from other commercial office development is the corridor I-66 frontage and the fact that KSI developed office buildings that offer corporate tenants more than large glass and steel "Kleenex" boxes amid a field of grass.

While attractive on the outside, the building will offer tenants large, rectangular flexible floor plans with adequate utilities to meet the demands of high quality office tenants.

KSI along with the development team partner Clark Construction, has created two Class A office buildings, the first with 90,250 square feet, three-story office building, and a second building of 150,000 square feet, six-story building. The buildings feature a combination of pre-cast and brick in shades of taupe putty and gray with relief in the building façade detailing to create a "classical" look similar to the Reston Town Center.

In addition, the infrastructure of this development has placed a 90,000 square feet state-of-the-art Life Time Fitness Center with 24-hour operation and within walking distance of the new office buildings.





Midtown Bethesda North
North Bethesda, MD

Organizational Structure

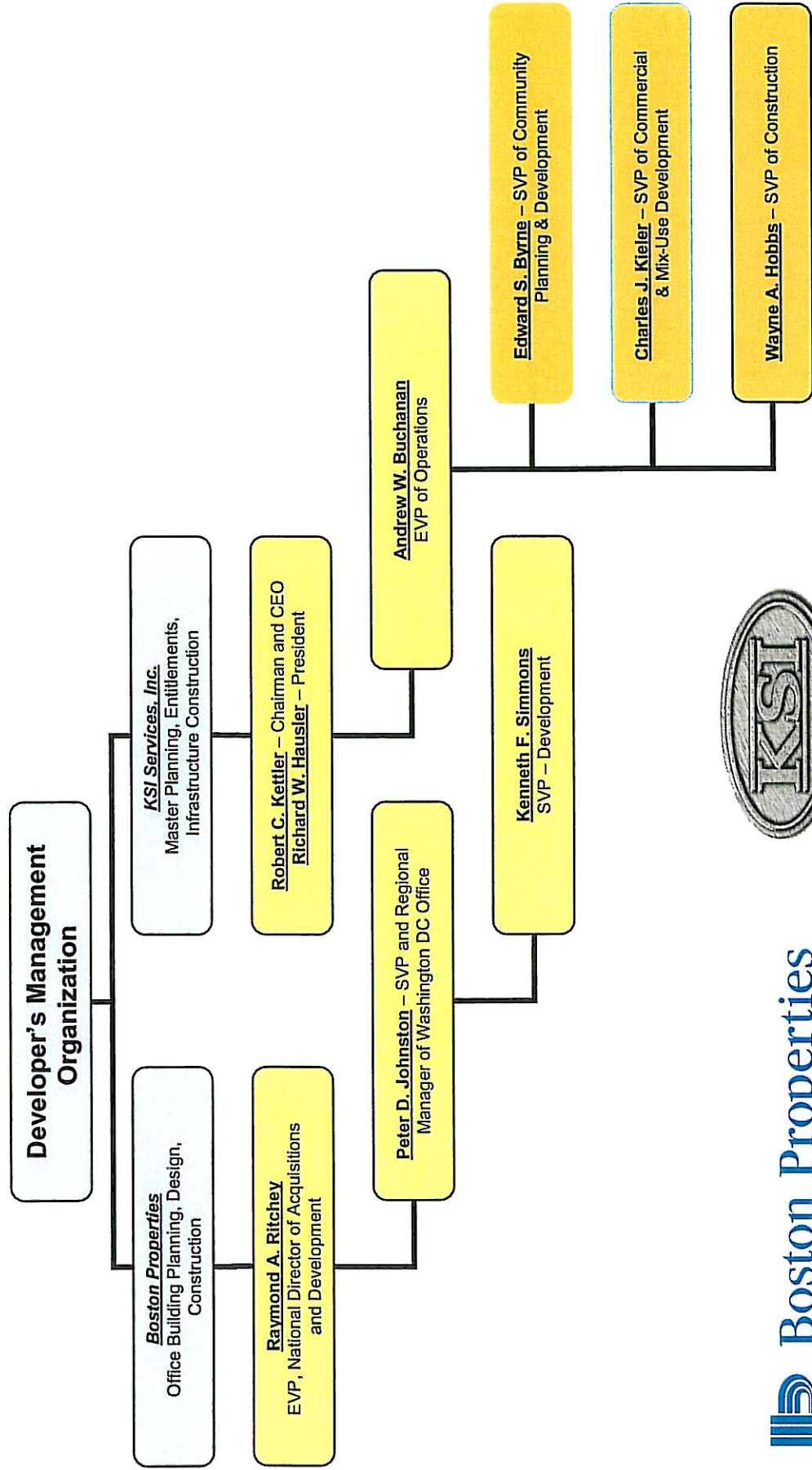
The organizational structure for the project is identified in the enclosed organizational chart which also identifies the key principals and project managers. The experience of the individual team members is contained in brief biographies contained in the Appendix to the proposal.

Mr. Kenneth Simmons of Boston Properties and Mr. Charles Kieler of KSI will lead the project management team. Mr. Simmons has over 29 years experience in the design, planning and construction of Class-A office space. Mr. Kieler has 25 years experience in the planning, design and construction of commercial, residential and mixed-use projects.

If awarded the project, Robert C. Kettler will execute the Comprehensive Agreement with Loudoun County on behalf of the principals of the joint venture.

Design, construction and completion guarantees and warranties will be provided by the joint venture and the general contractor.

Loudoun County Government Administrative Center
The Village at Leesburg
Leesburg, Virginia



PROJECT TEAM – Government Administrative Center

DEVELOPERS:

Boston Properties

901 New York Avenue, Suite 400

Washington, DC 20001

202-585-0800

Fax: 202-783-6480

Attn: Kenneth Simmons, Senior Vice President of Development

ksimmons@bostonproperties.com

KSI Services, Inc.

8081 Wolftrap Road

Vienna, VA 22182

703-641-9000

Fax: 703-641-9630

Attn: Charles Kieler, Senior Vice President of Commercial and Mixed-Use
Development

ckieler@ksi.com

ARCHITECT:

KSI and Boston Properties have worked with Architects with regional, national and international reputations, such as RTKL, Hickok Warner Fox, Lessard Architectural Group, Kohn Pederson Fox, Cesar Pelli & Associates, Robert A.M. Stern, and HOK.

If selected to proceed to the Detailed Stage of the RFP process and with additional input from the County, we would select the Architect at that time

GENERAL CONTRACTOR:

KSI and Boston Properties have unparalleled experience with all the major contractors in the Washington metropolitan area and if selected to proceed to the Detailed Stage of the RFP, we would select a contractor at that time.

PRINCIPAL CONTACT:

KSI Services, Inc.

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Vienna, VA 22182

Attn: Gary Klacik, Project Executive

703-852-5764

Fax: 703-641-9630

gklacik@ksi.com

PROJECT TEAM – Village Center

DEVELOPERS:

KSI Services, Inc.

8081 Wolftrap Road

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Fax: 703-641-9630

Attn: Charles Kieler, Senior Vice President of Commercial and Mixed-Use
Development

ckieler@ksi.com

Cypress Equities, an affiliate of The Staubach Company

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Addison, Texas 75001

972-361-5056

Fax: 972-361-5930

Attn: Jeff Coker, Director of Development

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ARCHITECT:

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301-261-8228

Fax: 410-224-4443

Attn: Frank Watkins, Principal

fwatkins@bigwaha.com

LANDSCAPE ARCHITECT:

Hord Coplan Macht

750 E. Pratt Street, Suite 1100

Baltimore, MD 21202

410-837-7311

Fax: 410-837-6530

Attn: Christopher L. Schein, Principal

cschein@hcm2.com

INTERCHANGE CONTRACTOR:

Shirley Contracting Company

8435 Backlick Road

Lorton, VA 22079

703-550-3566

Attn: Chris A. Bucher, Senior Vice President

cbucher@shirleycontracting.com

1. Qualifications and Experience - Other Requested Information

1e. Audited financial statements for KSI and Boston Properties are attached in the Appendix.

1f. There is no person known to the Proposer who is obligated to disqualify themselves from participation in any transaction arising from or in connection to the project pursuant to The Virginia State and Local Government Conflict of Interest Act, Chapter 31 (2.2-3100 et seq.) of Title 2.2.

1g. There is ample capacity in the construction contracting market to handle a project of this size in the timeframe envisioned by the County. The general contractor who is selected for this project will have conducted business in the Washington metropolitan area for many years. They will have constructed numerous projects similar in scale and complexity to the County Government Administrative Center. They will have established business relationships with many subcontractors who will have sufficient numbers of qualified workers in all trades or crafts required for the project.

1h. The Boston Properties/KSI team will select firms and major subcontractors performing construction and/or design activities that will be able to provide sworn certification that they are not currently debarred or suspended by any federal, state or local government entity and further will provide a completed qualification statement regarding its technical qualifications and capabilities, firm resources and business integrity of the form that will be satisfactory to the County.

1i. The general contractor selected by the joint venture will have an established worker safety program, job-site safety programs, accident prevention programs, written safety and health plans and incident investigation and reporting procedures that will meet or exceed State of Virginia and OSHA standards.